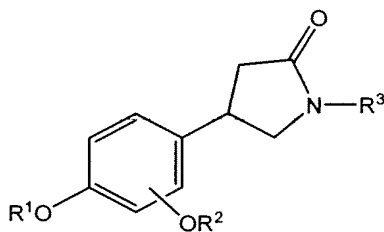


### Claims

1. (currently amended) [[A]] The compound of claim 23, having the formula:



wherein

$R^1$  is a member selected from hydrogen, substituted or unsubstituted  $C_1$ - $C_4$  alkyl and substituted or unsubstituted  $C_{3-6}$  cycloalkyl;

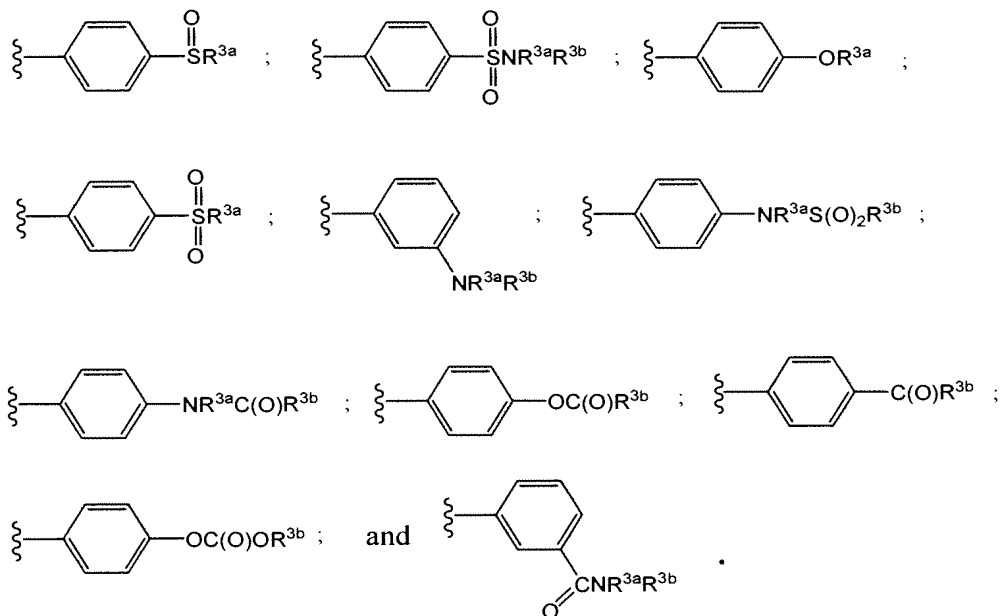
$R^2$  is a member selected from substituted or unsubstituted phenyl, substituted or unsubstituted benzyl and substituted or unsubstituted  $C_3$ - $C_6$  cycloalkyl;

$R^3$  is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted pyrazinyl, phenyl and phenyl substituted with a member selected from  $S(O)_nNR^{3a}R^{3b}$ ,  $NR^{3a}S(O)_nR^{3b}$ ,  $S(O)_nR^{3a}$ ,  $NR^{3a}R^{3b}$ ,  $NR^{3a}C(O)R^{3b}$ ,  $OC(O)R^{3b}$ ,  $OC(O)OR^{3b}$ ,  $C(O)R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$  and  $OR^{3a}$ ;

wherein  $R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl; and

$n$  is a member selected from 0, 1 and 2.

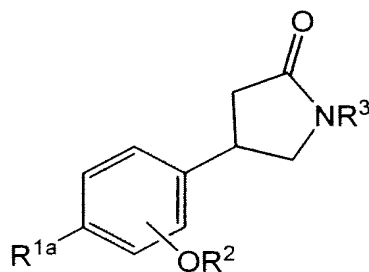
2. (previously presented) The compound according to claim 1 wherein  $R^3$  has a formula which is a member selected from:



3. (previously presented) The compound according to claim 1, wherein  $\text{R}^1$  is a member selected from  $\text{C}_1\text{-C}_3$  haloalkyl and methyl.

4. (previously presented) The compound according to claim 1, wherein  $\text{R}^2$  is cyclopentyl.

5. (withdrawn) A method of inhibiting HIV replication in a cell, said method comprising contacting said cell with an amount of a compound sufficient to inhibit said HIV replication, said compound having the formula:



wherein

$\text{R}^{1a}$  is a member selected from H and  $\text{OR}^{1b}$

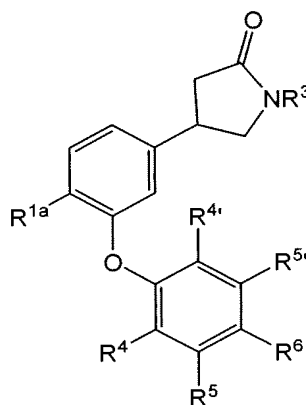
wherein

$R^{1b}$  is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$  is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

$R^3$  is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

6. (withdrawn) The method according to claim 5, said compound having the formula:



wherein

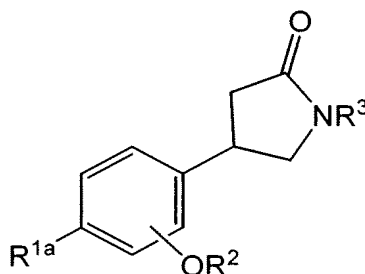
$R^4$ ,  $R^{4'}$ ,  $R^5$ ,  $R^{5'}$  and  $R^6$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,  $S(O)_2NR^{3a}R^{3b}$ ,  $S(O)_nR^{3a}$ ,  $NR^{3a}R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$ ,  $OR^{3a}$ , CN, halogen and  $NO_2$ ;

wherein  $R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl; and

$n$  is a member selected from 0, 1 and 2.

7. (withdrawn) The method according to claim 5, wherein  $R^{1a}$  is a member selected from substituted or unsubstituted  $C_3$ - $C_6$  cycloalkyloxy and substituted or unsubstituted phenoxy.

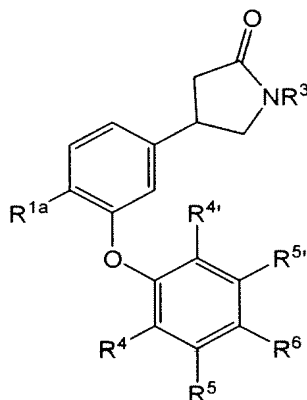
8. (withdrawn) The method according to claim 5, wherein  
 $R^{1b}$  is substituted or unsubstituted alkyl; and  
 $R^2$  is a member selected from substituted or unsubstituted  $C_4$ - $C_6$  cycloalkyl,  
substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.
9. (withdrawn) The method according to claim 5, wherein said cell is in a  
human.
10. (withdrawn) A method of inhibiting reverse transcriptase in a cell, said  
method comprising contacting said cell with an amount of a compound sufficient to  
inhibit said reverse transcriptase, said compound having the formula:



wherein

- $R^{1a}$  is a member selected from H and  $OR^{1b}$   
Wherein  $R^{1b}$  is a member selected from substituted or unsubstituted alkyl,  
substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and  
substituted or unsubstituted aryl;  
 $R^2$  is a member selected from H, substituted or unsubstituted alkyl, substituted or  
unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or  
unsubstituted aryl; and  
 $R^3$  is a member selected from substituted or unsubstituted aryl and substituted or  
unsubstituted heteroaryl.

11. (withdrawn) The method according to claim 10, said compound having  
the formula:



wherein

$R^4$ ,  $R^{4'}$ ,  $R^5$ ,  $R^{5'}$  and  $R^6$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,  $S(O)_2NR^{3a}R^{3b}$ ,  $S(O)_nR^{3a}$ ,  $NR^{3a}R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$ ,  $OR^{3a}$ , CN, halogen and  $NO_2$ ;

wherein  $R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl; and

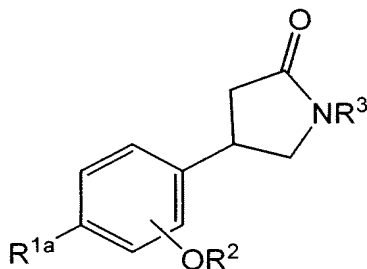
$n$  is a member selected from 0, 1 and 2.

12. (withdrawn) The method according to claim 10, wherein  $R^{1a}$  is a member selected from substituted or unsubstituted  $C_4$ - $C_6$  cycloalkyloxy and substituted or unsubstituted phenoxy.

13. (withdrawn) The method according to claim 10, wherein  $R^{1b}$  is substituted or unsubstituted alkyl; and  $R^2$  is a member selected from substituted or unsubstituted  $C_3$ - $C_6$  cycloalkyl, substituted or unsubstituted benzyl and substituted or unsubstituted phenyl.

14. (withdrawn) The method according to claim 10, wherein said cell is in a human.

15. (withdrawn) A method of treating HIV infection in a human subject comprising administering to said subject an amount of a compound sufficient to treat said HIV infection, said compound having the formula:



wherein

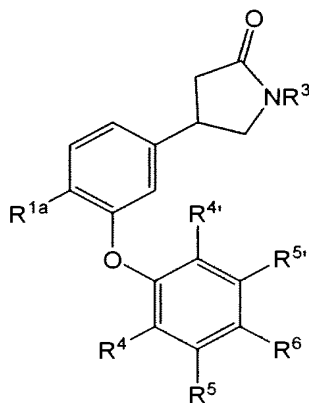
$R^{1a}$  is a member selected from H and  $OR^{1b}$

wherein  $R^{1b}$  is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$  is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

$R^3$  is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

16. (withdrawn) The method according to claim 15, said compound having the formula:



wherein

$R^4$ ,  $R^{4'}$ ,  $R^5$ ,  $R^{5'}$  and  $R^6$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,  $S(O)_2NR^{3a}R^{3b}$ ,  $S(O)_nR^{3a}$ ,  $NR^{3a}R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$ ,  $OR^{3a}$ , CN, halogen and  $NO_2$ ;

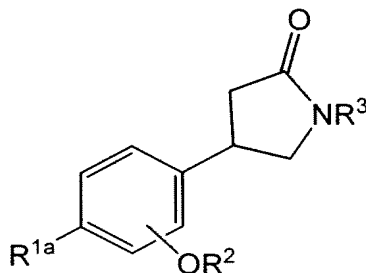
wherein  $R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl; and

$n$  is a member selected from 0, 1 and 2.

17. (withdrawn) The method according to claim 15, wherein  $R^{1a}$  is a member selected from substituted or unsubstituted  $C_3$ - $C_6$  cycloalkyloxy and substituted or unsubstituted phenoxy.

18. (withdrawn) The method according to claim 15, wherein  
 $R^{1b}$  is substituted or unsubstituted alkyl; and  
 $R^2$  is a member selected from substituted or unsubstituted  $C_3$ - $C_6$  cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

19. (withdrawn) A method of providing prophylaxis against HIV infection comprising administering a prophylactic amount of a compound to a person who is at risk of HIV infection, said compound having the formula:



wherein

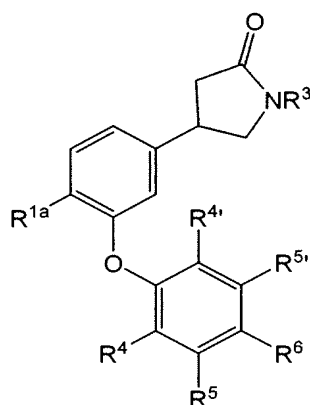
$R^{1a}$  is a member selected from H and  $OR^{1b}$

wherein  $R^{1b}$  is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

$R^2$  is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

$R^3$  is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

20. (withdrawn) The method according to claim 19, said compound having the formula:



wherein

$R^4$ ,  $R^{4'}$ ,  $R^5$ ,  $R^{5'}$  and  $R^6$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl,  $S(O)_2NR^{3a}R^{3b}$ ,  $S(O)_nR^{3a}$ ,  $NR^{3a}R^{3b}$ ,  $C(O)NR^{3a}R^{3b}$ ,  $OR^{3a}$ , CN, halogen and  $NO_2$ ;

wherein  $R^{3a}$  and  $R^{3b}$  are members independently selected from H, substituted or unsubstituted  $C_1$ - $C_6$  alkyl and substituted or unsubstituted aryl; and

$n$  is a member selected from 0, 1 and 2.

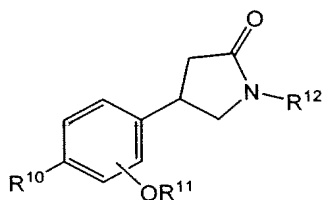
21. (withdrawn) The method according to claim 19, wherein  $R^{1a}$  is a member selected from substituted or unsubstituted  $C_4$ - $C_6$  cycloalkyloxy and substituted or unsubstituted phenoxy.

22. (withdrawn) The method according to claim 19, wherein  $R^{1b}$  is substituted or unsubstituted alkyl; and



$R^2$  is a member selected from substituted or unsubstituted  $C_4$ - $C_6$  cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

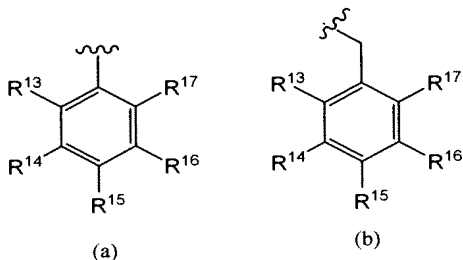
23. (currently amended) A compound having the formula:



wherein

$R^{10}$  is a member selected from hydrogen, hydroxy,  $C_{1-4}$  alkyl,  $C_{1-4}$  alkyloxy,  $C_{3-6}$  cycloalkyl-oxy, halo and cyano;

$R^{11}$  is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted  $C_{3-6}$  cycloalkyl, substituted or unsubstituted phenyl, substituted or unsubstituted benzyl, and a group selected from (a) or (b):



wherein  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  are members independently selected from hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro, trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy, trifluoromethoxy,  $OC_2H_5$ ,  $CH_2OH$ ,  $C(O)CH_3$ ,  $S(O)_nCH_3$ ,  $S(O)_nC_2H_5$  and cyano

wherein  $n$  is 0, 1 or 2; and

$R^{12}$  is a member selected from substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroaryl and substituted or unsubstituted heteroarylalkyl.

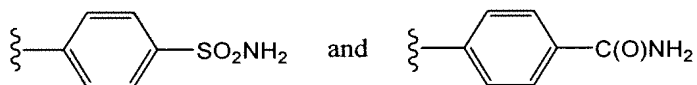
24. (previously presented) The compound according to claim 23 in which at least one of  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  is CN.

25. (previously presented) The compound according to claim 23 in which  $R^{13}$  is halogen and  $R^{17}$  is CN.

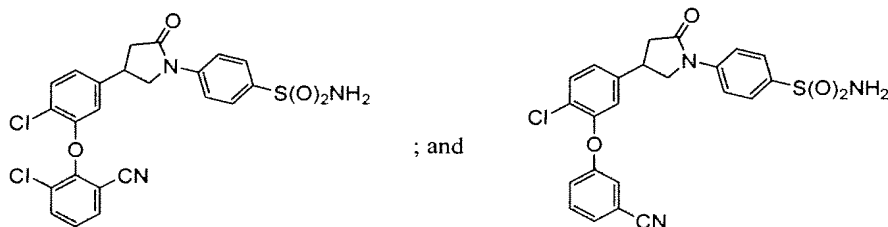
26. (previously presented) The compound according to claim 23 in which  $R^{12}$  is selected from substituted or unsubstituted phenyl, benzyl, pyridinyl, quinolinyl, pyridazinyl, pyrazinyl, and pyrimidinyl.

27. (previously presented) The compound according to claim 26 in which said substitutions include up to 2 members independently selected from halo, methyl, ethenyl, amino, nitro, cyano, trifluoromethyl, ethoxy-carbonyl,  $C(O)OH$ ,  $C(O)OCH_3$ ,  $S(O)_2NH_2$ ,  $C(O)NH_2$ ,  $C(O)NHC_2H_5$ ,  $NHS(O)_2CH_3$ ,  $CH_2OH$ ,  $S(O)_2CH_3$ ,  $SCH_3$ , and  $SC_2H_5$ .

28. (previously presented) The compound according to claim 27 wherein said  $R^{12}$  is substituted phenyl, and said substituted phenyl is a member selected from

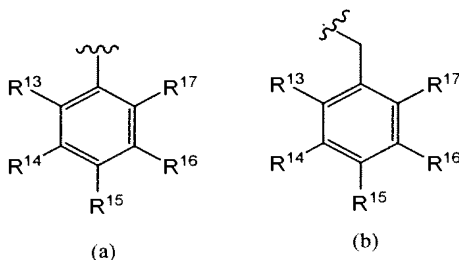


29. (previously presented) The compound according to claim 28 wherein said compound is a member selected from:



30. (currently amended) The compound according to claim 23 in which  $R^{10}$  is halogen;

$R^{11}$  is a member selected from substituted pyridinyl, substituted pyrimidyl, and a group selected from (a) or (b):

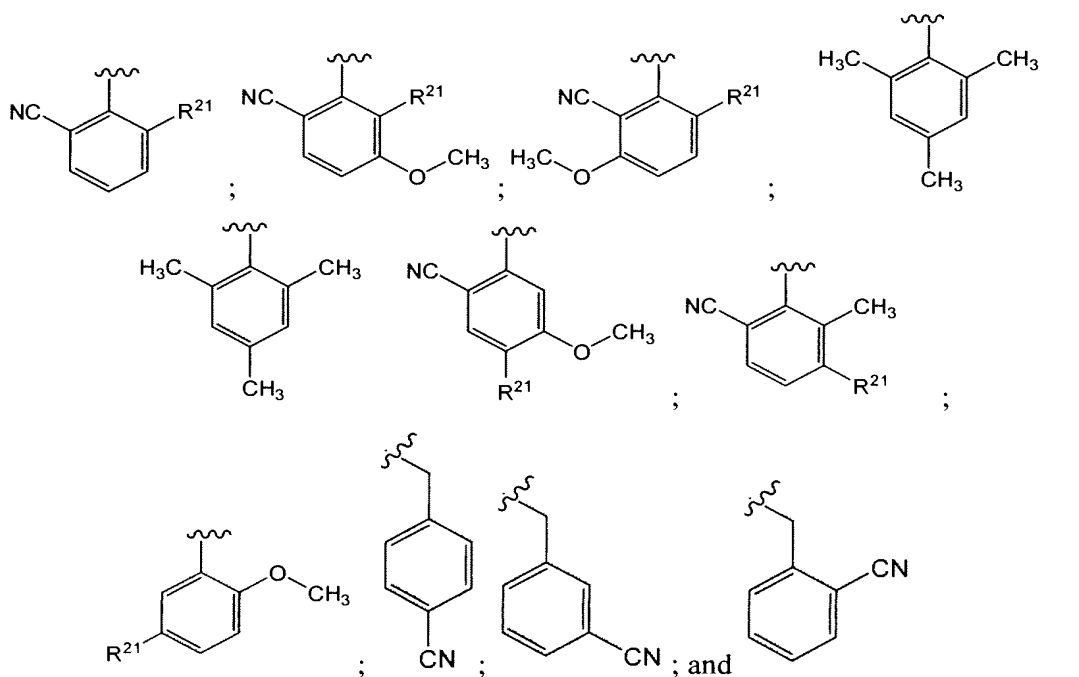


wherein  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  are members independently selected from hydrogen, halo, hydroxy, methyl, ethenyl, methoxy, ethoxy, nitro, trifluoromethyl, difluoromethyl, difluoromethoxy, trifluoroethoxy, trifluoromethoxy,  $OC_2H_5$ ,  $CH_2OH$ ,  $C(O)CH_3$ ,  $S(O)_nCH_3$ ,  $S(O)_nC_2H_5$  and cyano;

wherein  $n$  is 0, 1 or 2; and

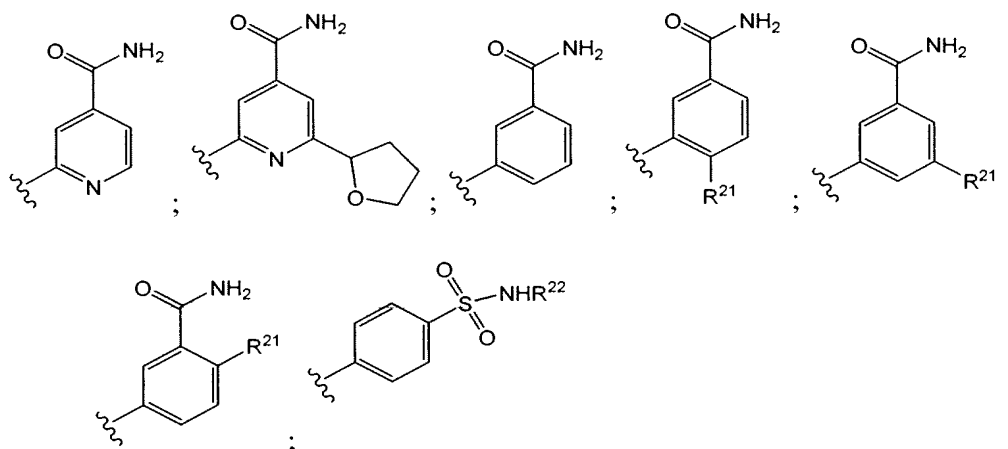
$R^{12}$  is a member selected from substituted pyridinyl and substituted aryl.

31. (previously presented) The compound according to claim 30 in which  $R^{11}$  is a member selected from:

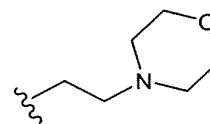
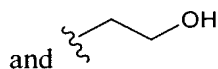


wherein  $R^{21}$  is halogen; and

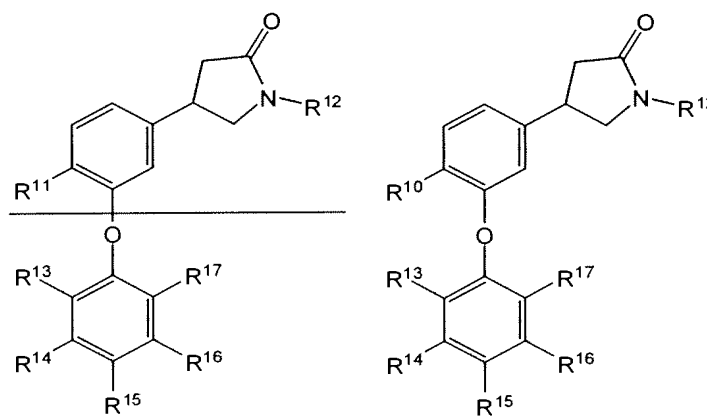
$R^{12}$  is a member selected from:



wherein  $R^{21}$  is halogen and  $R^{22}$  is a member selected from H,  $CH_3$ ,



32. (currently amended) [[A]] The compound of claim 23, having the formula:



wherein

$R^{12}$  is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;

$R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  are members independently selected from H, halogen, and CN.

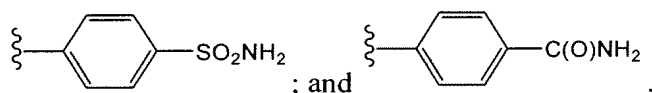
33. (previously presented) The compound according to claim 32 in which at least one of  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ , and  $R^{17}$  is CN.

34. (previously presented) The compound according to claim 32 in which  $R^{13}$  is halogen and  $R^{17}$  is CN.

35. (previously presented) The compound according to claim 32 in which  $R^{12}$  is substituted or unsubstituted phenyl.

36. (previously presented) The compound according to claim 35 in which said substituted phenyl is substituted with a member selected from  $S(O)_2NH_2$  and  $C(O)NH_2$ .

37. (previously presented) The compound according to claim 36 wherein said substituted phenyl is a member selected from:



38. (new) A pharmaceutical composition comprising the compound of claim 23.

39. (new) A method of treating HIV infection in a human subject comprising administering to said subject the compound of claim 23 in an amount sufficient to treat said HIV infection.

40. (new) A method of inhibiting HIV replication in a cell, comprising contacting said cell with the compound of claim 23 in an amount sufficient to inhibit said HIV replication.

41. (new) A method of inhibiting reverse transcriptase in a cell, comprising contacting said cell with the compound of claim 23 in an amount sufficient to inhibit said reverse transcriptase.